

KIRKLAND & ELLIS LLP

Additional Counsel Listed On Signature Block

In re

**EX PARTE MOTION FOR ENTRY OF AN ORDER AUTHORIZING PLAINTIFFS TO
FILE AMENDED ADVERSARY COMPLAINT PARTIALLY UNDER SEAL**

Plaintiffs Tronox Incorporated, Tronox Worldwide LLC, and Tronox LLC (collectively, “Tronox”) hereby file this Motion seeking entry of an order, in substantially the form attached hereto as Exhibit A, authorizing Tronox to file portions of Tronox’s Amended Adversary Complaint (the “Amended Complaint”) under seal. In support of this Motion, Tronox respectfully states as follows:

Jurisdiction

1. This Court has jurisdiction over this Motion under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b).
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory predicates for the relief requested herein are section 107(b) of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 9018 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 9077-1(b) of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Bankruptcy Rules”).

Background

4. Pursuant to this Court’s March 16, 2009 Agreed Protective Order [Case No. 09-10156, Dkt No. 248] (the “Protective Order”), any entity participating in discovery in the above-captioned adversary proceeding can designate discovery materials as “Confidential” or “Confidential Outside Counsel’s Eyes Only.” (Protective Order ¶¶ 1-2) In the event a party decides to file papers containing information derived from discovery materials designated as “Confidential” or “Confidential Outside Counsel’s Eyes Only,” the Protective Order requires that party to file such papers under seal. (*Id.* ¶ 17) Sealed papers can be released from seal “only as provided by agreement of the undersigned parties or order of the Court.” (*Id.*)

5. In its March 31, 2010 Memorandum of Decision [Dkt. No. 117], the Court granted Tronox leave to replead certain counts of its Adversary Complaint in the above-captioned adversary proceeding. By agreement of the parties, Tronox's Amended Complaint must be filed by April 28, 2010.

6. Tronox's Amended Complaint includes allegations based on documents recently produced by Defendants and designated by Defendants as "Confidential" and "Confidential Attorney's Eyes Only." Tronox believes that the Amended Complaint can be publicly filed and that the Protective Order was not intended to prohibit the public disclosure of the information contained therein. Because these documents were only recently produced and Tronox has not had an opportunity to address this issue with Defendants, Tronox—out of an abundance of caution—is seeking leave to file portions of the Amended Complaint under seal to ensure compliance with the Protective Order. Consistent with the terms of the Protective Order, Tronox will work with Defendants to try to obtain their agreement to allow the public filing of the entire Amended Complaint as soon as possible. In addition, Tronox believes that certain of the documents at issue were improperly designated as "Confidential" and/or "Confidential Attorney's Eyes Only" and will work with Defendants to resolve this issue.

Relief Requested

7. By this motion, Tronox seeks entry of an order, substantially in the form attached hereto as Exhibit A, authorizing it to file a copy of the Amended Complaint partially under seal in accordance with Section 107(b) of the Bankruptcy Code and the Protective Order, and directing that the Amended Complaint shall remain under seal and confidential, and not be made available to anyone without the consent of the parties or further order of the Court. Tronox intends to file a partially redacted version of the Amended Complaint publicly. Tronox will serve an unredacted version of the Amended Complaint on the Court as well as counsel to Defendants and the other parties to the Protective Order, including the Official Committee of Unsecured Creditors (the

“Creditors Committee”), the Official Committee of Equity Security Holders (the “Equity Committee”), the United States of America (the “United States”), and Credit Suisse, in its capacity as the Administrative Agent for the Debtors’ Prepetition Credit Agreement (the “Prepetition Agent”).

Basis for Relief Requested

8. Section 107(b) of the Bankruptcy Code provides courts with the power to issue orders that will protect entities from potential harm that may result from the disclosure of certain confidential information. 11 U.S.C. § 107(b)(1) (“On request of a party in interest, the bankruptcy court shall ... protect an entity with respect to a trade secret or confidential research, development, or commercial information.”). Bankruptcy Rule 9018 provides, in part, that “on motion ...the court may make any order which justice requires ... to protect the estate or any entity in respect of a trade secret or other confidential research, development, or commercial information” Fed. R. Bankr. P. 9018.

9. In addition, the Protective Order requires Tronox to seek the relief requested. (Protective Order at ¶ 17)

Reason for Proceeding on *Ex Parte* Basis

10. Tronox is proceeding on an *ex parte* basis, as opposed to notice and a hearing, because Tronox has an immediate need to file its Amended Complaint under seal. Tronox has agreed with Defendants to file its Amended Complaint by April 28, 2010, and Defendants only recently produced the documents designated as confidential upon which Tronox relies in the Amended Complaint. Further, lack of notice and hearing will not prejudice any party. Indeed, Tronox, the Defendants, the Creditors Committee, the Equity Committee, the United States, and the Prepetition Agent have all agreed to the Protective Order, which requires that material designated as confidential be filed under seal and not released unless “provided by agreement of the undersigned parties or order of the Court.” (Protective Order at ¶ 17)

Motion Practice

11. This Motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated, and a discussion of their application to this Motion. Accordingly, Tronox respectfully submits that this Motion satisfies Local Rule 9013(a).

Notice

12. Tronox has provided notice of this Motion to: (a) counsel to the Defendants; (b) counsel to the Prepetition Agent; (c) counsel to the Creditors Committee; (d) counsel to the Equity Committee; and (e) the Office of the United States Attorney for the Southern District of New York. In light of the nature of the relief requested, Tronox respectfully submits that no further notice is necessary.

No Prior Request

13. No prior application for the relief requested herein has been made to this or any other court.

Dated: April 28, 2010

Respectfully submitted,

/s/ Jeffrey J. Zeiger

David J. Zott, P.C.
Jeffrey J. Zeiger
KIRKLAND & ELLIS LLP
300 North LaSalle
Chicago, Illinois 60654-3406
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Richard M. Cieri
Jonathan S. Henes
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

*Attorneys for Tronox Incorporated, Tronox
Worldwide LLC, and Tronox LLC*

CERTIFICATE OF SERVICE

I, Jeffrey J. Zeiger, hereby certify, under penalty of perjury pursuant to 28 U.S.C. § 1746, that, on this 28th day of April 2010, I caused a true and correct copy of the foregoing *Ex Parte* Motion for Entry of an order Authorizing Plaintiffs to File Amended Adversary Complaint Partially Under Seal to be served upon the following:

Via Overnight and Electronic Mail

Melanie Gray
Jason W. Billeck
Weil, Gotshal & Manges LLP
700 Louisiana, Suite 1600
Houston, Texas 77002

*Counsel to Anadarko Petroleum Corporation
and Kerr-McGee Corporation*

David A. Crichlow
Pillsbury Winthrop Shaw Pittman LLP
1540 Broadway
New York, NY 10036

*Counsel for the Official Committee of
Equity Holders of Tronox Inc.*

Robert Trust
Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, NY 100 19-7475

Counsel for Credit Suisse

David Mark
Kasowitz, Benson, Torres & Friedman LLP
1633 Broadway
New York, NY 10019

*Counsel for the Official Committee of
Unsecured Creditors*

Robert William Yalen
Assistant United States Attorney
Counsel for the United States
86 Chambers Street
New York, New York 10007

/s/ Jeffery J. Zeiger
Jeffrey J. Zeiger